

GETIN Holding S.A.

ul. Gwiaździsta 66, 53-413 Wrocław
tel. +48 71 797 77 77, fax +48 71 797 77 16
KRS 0000004335

District Court in Wrocław, the 6th Commercial Division of the National Court Register
Getin Bank S.A. 07 1560 1108 0000 9060 0038 6802
NIP: 895-16-94-236
Company share capital: 759.069.368 PLN (fully paid in)
www.getin.pl



(Current Report No. 18/2020)

24.07.2020

Announcement of convening General Meeting with draft resolutions

Getin Holding S.A. (the "Issuer") encloses the announcement of convening the Extraordinary General Meeting of the Issuer Shareholders (the "GM") that will be held on August 26th, 2020, at the Issuer's headquarters at ul. Gwiaździsta 66 on 12:00, including draft resolutions that will be the subject of the GM.

The Issuer informs also that it is possible to participate in the GM by electronic communication means.

Legal basis: 56 (1)(2)(a) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (Journal of Laws dated 2019 item 623) in connection with § 19 (1)(1), and (2) of the Regulation of the Minister of Finance dated 29 March 2018 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (Journal of Laws dated 2018, item 757)

Announcement of convening General Meeting

The Management Board of GETIN HOLDING S.A., with its registered seat in Wrocław, entered in the Register of Entrepreneurs maintained by the District Court for Wrocław-Fabryczna, the 6th Commercial Division of the National Court Register under KRS No. 0000004335 (the Company), acting pursuant to Art. 398, Art. 399 §1, Art. 402¹, and Art. 402² of the Code of Commercial Companies and Partnerships and § 11 of the Company's Articles of Association **convenes the Extraordinary General Meeting of Shareholders of Getin Holding S.A. for August 26, 2020** at 12:00 p.m., at the Company's headquarters in Wrocław, at ul. Gwiaździsta 66.

Agenda

1. Opening of the Meeting.
2. Adopting a resolution on the appointment of the Chairman of the General Meeting.
3. Confirming the correctness of convening the General Meeting and its capacity to adopt resolutions.
4. Adopting a resolution on the approval of the agenda.
5. Adopting a resolution on the approval of the Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.
6. Adopting a resolution on amending the rules of remuneration of members of Supervisory Board of Getin Holding S.A.
7. Adopting a resolution on amending the Bylaws of the Supervisory Board of Getin Holding S.A. and adopting consolidated text of the Bylaws.
8. Adopting a resolution on amending the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. and adopting consolidated text of the Bylaws.
9. Closing the meeting.

Right to participate in the General Meeting

The General Meeting of Getin Holding S.A. may be attended only by persons who are the Company shareholders sixteen days prior to the General Meeting date (the date of registration of participation in the General Meeting). **The date of registration of participation in the General Meeting is 10 August 2020.**

In order to exercise the right to participate in the General Meeting a shareholder shall request, not earlier than upon the announcement of convening the General Meeting, and not later than on the first business day after the date of registration of participation in the General Meeting, i.e. on **11 August 2020**, that the entity maintaining their securities account issue a personal certificate confirming their right to participate in the General Meeting.

The certificate shall include:

1. the name, headquarters, address, and stamp of the certificate issuer, and the certificate number,
2. number of shares,
3. type and code of shares,
4. name, headquarters, and address of the public company that issued the shares,
5. shares face value,
6. full name of the beneficial holder of shares,
7. headquarters (place of residence) and address of the shares beneficial holder,
8. purpose of issuing the certificate,
9. the date and place of issuing the certificate,
10. signature of the person authorized to issue the certificate.

In order to avoid any doubts regarding the right to participate in the General Meeting shareholders who are entitled to participate in the General Meeting and their proxies are kindly requested to take their certificates with themselves.

The Company shall determine the list of shareholders entitled to participate in the General Meeting based on a specification prepared by the entity maintaining the depository for securities in accordance with the regulations governing trading in financial instruments. The entity maintaining the depository for securities shall prepare the specification based on the specifications submitted not later than on twelve days before the general meeting by authorised entities, in accordance with the regulations governing trading in financial instruments. The specifications to be submitted to the entity maintaining the depository for securities are issued against certificates confirming the right to participate in the Company's General Meeting issued by the aforementioned entities.

List of shareholders.

A list of shareholders entitled to participate in the General Meeting will be available at the Company's headquarters at ul. Gwiaździsta 66, in Wrocław, three business days before the General Meeting starting on **21 August 2020**. Any requests to get acquainted with the list of shareholders at the Company's headquarters, due to the restrictions imposed in Poland, should be communicated with the Company beforehand by email addressed to: walne.zgromadzenie@getin.pl, or by phone: +48 71 797 77 77.

Any shareholder of a Company may demand that the list of shareholders entitled to participate in the General Meeting be e-mailed free of charge to the e-mail address indicated by them. The Company may demand the presentation of documents confirming that the demanding party is truly a shareholder on the date of forming such a demand, if s/he is not included in list of shareholders entitled to participate in the General Meeting. **Procedures concerning participation and exercising voting rights at the General Meeting**

Shareholder's right to demand that specific issues be included in the agenda of the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may demand that specific issues be included in the Agenda of the General Meeting. A demand shall be submitted to the Management Board not later than **twenty-one days before the announced date of the General Meeting, i.e. 5 August 2020**. It should include a justification or a draft resolution concerning the proposed item of for the agenda. The demand may be submitted in writing as well as by means of electronic communication, but it should be duly filled in and signed on a form available at the Company's websites at <https://en.getin.pl/general-meeting/general-meeting/id/10028> in section *Forms*. A shareholder or shareholders demanding that specific issues be included in the agenda have to attach to the aforementioned demand a certificate / registered certificate of deposit issued by an authorised entity confirming that the shareholder or shareholders hold a sufficient number of shares on the day of the submission of the demand which makes them eligible to file such a demand.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons, or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' representation principles to confirm representation, should also enclose, along with the aforementioned demand, originals or copies of such documents certified in accordance with the applicable law. For a delegated proxy a document confirming the continuity is required.

The obligation to attach the documents referred to hereinabove concerns both shareholders submitting their demand in writing as well as by means of electronic communication (a paper document, its copy or scan and conversion into the PDF format). A demand made in writing and a complete set of attachments should be submitted upon confirmation of receipt at the Company's headquarters at ul. Gwiaździsta 66, 53-413 Wrocław (due to the restrictions imposed in Poland, it should be communicated with the Company beforehand by email addressed to: walne.zgromadzenie@getin.pl, or by phone: +48 71 797 77 77), or sent to the Company upon confirmation of receipt to the address indicated hereinabove.

Demands and a complete set of attachments sent by electronic means shall be e-mailed to: walne.zgromadzenie@getin.pl. A complete set of documents, i.e. the demand form and the attachments, shall be sent as PDF files enclosed to an e-mail.

The Company may take reasonable actions in order to verify the identity of a shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly, however not later than **eighteen days before the announced date of the General Meeting**, i.e. **on 10 August 2020**, announce any amendments to the Agenda made on the request filed by shareholders. The announcement shall be made in the way provided for convening of the General Meeting.

Shareholder's right to submit drafts of resolutions concerning issues on the agenda of the General Meeting or issues to be introduced to the agenda prior to the date of the General Meeting.

A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing or by means of electronic communication, draft resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda. The abovementioned draft resolutions should be submitted to the Company not later than 48 hours prior to the date of the General Meeting to let the Company publish the drafts of the resolutions on its website. Draft resolutions may be submitted in writing as well as by means of electronic communication, but they should be duly filled in and signed on a form available at the Company's websites at <https://en.getin.pl/general-meeting/general-meeting/id/10028> in section *Forms*. A shareholder or shareholders submitting their draft resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda prior to the General Meeting have to enclose a certificate / registered certificate of deposits issued by the authorised entity confirming that the shareholder or shareholders hold a sufficient number of shares on the date of the submission of the demand which makes them eligible to file the request.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' representation principles to confirm representation, should also enclose, along with the aforementioned demand, originals or copies of such documents certified in accordance with the applicable law. For a delegated proxy a document confirming the continuity is required.

The obligation to enclose the documents, referred to hereinabove, concerns both the shareholders submitting a demand in writing as well as by means of electronic communication /a paper document, its copy or scan and conversion into the PDF format/. A demand in writing with a complete set of enclosures should be submitted upon confirmation of receipt at the Company's headquarters at ul. Gwiaździsta 66, 53-413 Wrocław (due to the restrictions imposed in Poland, it should be communicated with the Company beforehand by email addressed to: walne.zgromadzenie@getin.pl,

or by phone: +48 71 797 77 77), or mailed to the Company upon confirmation of receipt to the address indicated hereinabove. Demands and a complete set of attachments sent by electronic means shall be e-mailed to: walne.zgromadzenie@getin.pl. A complete set of documents, i.e. the demand form and attachments shall be e-mailed as PDF files enclosed to an e-mail.

The Company may take reasonable actions in order to verify the identity of a shareholder or shareholders and the validity of the documents submitted. The Company shall promptly publish the aforementioned resolution drafts on its websites.

Shareholder's right to submit draft resolutions concerning issues included in the agenda during the General Meeting of Shareholders.

Each shareholder may during the General Meeting move draft resolutions concerning issues included in the agenda.

Shareholder's right to establish a proxy

A shareholder may participate in the General Meeting and exercise their rights to vote in person or through a proxy holder. Proxy holders are authorised to exercise all the shareholders' rights at the General Meeting, unless otherwise stated in the proxy. A proxy holder may delegate their powers, if their proxies provide so. One proxy holder may represent several shareholders and cast different votes for each shareholder. Shareholders holding shares registered on pool accounts may appoint separate proxy holders to exercise their rights for shares registered on such an account. Shareholders holding shares registered on several securities accounts may appoint separate proxy holders to exercise their rights for shares registered on each account. A shareholder, holding status other than a natural person, may participate in the General Meeting and exercise voting rights through a person authorised to make declarations of intent on behalf of such shareholder or through a proxy holder.

Forms of proxy, notification of granting of a proxy by electronic communication and ways of verification thereof.

A proxy to participate in the General Meeting and exercise voting rights may be granted in writing or in electronic version. Granting a proxy in an electronic version does not require a qualified electronic signature.

A shareholder shall notify the Company about granting a proxy in the electronic version via e-mail sent to the following address: walne.zgromadzenie@getin.pl. At the Company's website, <https://en.getin.pl/general-meeting/general-meeting/id/10028> in section *Forms* shareholders may download a form of notification of granting a proxy in the electronic version; the form should be filled in accordance with the instructions provided and e-mailed to the Company's address specified hereinabove. In order to verify the information included in the notification, a scan of the registered certificate of the shareholder's right to participate in the General Meeting issued by an entity maintaining its securities account is required along with the form.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' representation principles to confirm representation, should also enclose, along with the aforementioned notification, originals or copies of such documents certified in accordance with the applicable law (paper document, its copy or a scan and conversion into the PDF format). For a delegated proxy a document confirming the continuity is required. Notifications about granting a proxy in the electronic version shall be submitted not later than on **20 August 2020**, by 12:00 a.m., to make the verification of documents possible.

A shareholder or a proxy who participates in the General Meeting by means of electronic communication along with the documents specified hereinabove shall email to walne.zgromadzenie@getin.pl the following:

- a) a scanned proxy indicating the data of a principal or of persons acting on his/her behalf, in accordance with the principal's representation principles;
- b) a scanned identity card or passport (that contains its holders personal identification data) of a proxy holder who is a natural person;
- c) scanned extract from the register relevant for a proxy holder that is a legal person or an organisational unit with no legal identity;
- d) e-mail address for communication with a shareholder or his/her proxy holder.

The afore requirements shall apply respectively to revoking a proxy in the electronic form.

A member of the Company's Management Board or the Company's employee may act as a shareholder's proxy holder at the General Meeting of Shareholders. A proxy granted to a member of the Management Board, a member of the Supervisory Board, a liquidator, the Company's employee, or a member of a subsidiary's executive body, or employee authorizes to represent the shareholder only at a single General Meeting. The proxy holder shall disclose all the circumstances that involve or may involve the conflict of interest to its principal. No delegation of the proxy is allowed. The proxy holder shall (in compliance with binding regulations) vote in line with the instructions provided by the shareholder.

Proxies granted in the electronic form will be verified by means of:

- a) examination of the content of the proxy (multiple proxies) granted and completeness of the attached documents;
- b) verification of data filed in relevant forms and comparing such data with the information included in the specification of individuals eligible to participate in the General Meeting;
- c) verification of conformity of the data regarding legal person's representatives delegated to grant a proxy with relevant KRS extracts;
- d) confirming the data and shareholder's or shareholders' identification via e-mail or by phone in the event the proxy has been granted through means of electronic communication and notification thereof.

Verification of the validity of the proxies granted through means of electronic communication and a shareholder's identity may involve requesting the shareholder to send an e-version of the proxy scan in the PDF format or a photo file showing the picture of the document.

In case of doubt or in order to clarify any matters, the Company may take additional reasonable measures to identify a shareholder or shareholders or to verify the validity of proxies granted, notifications and documents.

Exercising voting rights through a proxy holder by means of a form.

At <https://en.getin.pl/general-meeting/general-meeting/id/10028> in section *Forms* shareholders may download a form for exercising voting rights through a proxy holder or providing written instructions on voting to the proxy holder by a shareholder set out in Art. 402(3) § 1(5) and §3(1)-(4) of the Code of Commercial Companies. The form specified hereinabove, if completed by a shareholder granting a proxy, may be used as a ballot paper in the open vote at the General Meeting, providing that the

shareholder has obliged the proxy holder thereto. While in secret ballot the completed form provides solely the voting guidelines for the proxy holder and should be retained by him/her. The form used as a ballot paper should be delivered by the proxy holder to the Chairman of the General Meeting prior to closing the voting on a resolution such a paper was used for, in accordance with the shareholder's instructions. With the Chairman informing the participants of the General Meeting about the form having been used as a ballot paper, it is taken into consideration in counting votes cast in a voting over a given resolution. The form used in the ballot shall be enclosed in the minutes.

Should counting of votes at the General Meeting take place through an electronic counting device, the form referred to hereinabove may be used only as a shareholder's instruction for the proxy holder.

Information on alternative forms of participation and exercising voting rights at the General Meeting

Participation in the General Meeting by using electronic communication

The Company allows for the participation in the General Meeting through electronic means of communication. The rules and conditions for the participation in the General Meeting by using means of electronic communication are specified in the attachment hereto. Using this method of participation in the General Meeting will be possible through a link that will be provided to a shareholder or his/her proxy after positive verification of their rights not later than on **24 August 2020**, before 5:00 p.m.

Communication by means of electronic communication during the General Meeting

The rules and conditions for the participation in the General Meeting by using means of electronic communication are specified in the attachment hereto. Shareholders may communicate during the General Meeting using instant messaging technology.

The General Meeting Bylaws exclude casting votes at the General Meeting by mail.

Announcement board for information concerning the General Meeting

All documents to be presented at the General Meeting as well as draft resolutions are available at <https://en.getin.pl/general-meeting/general-meeting/id/10028> in sections: Documents to be presented at the General Meeting and Draft resolutions.

All information concerning the General Meeting is available at: <https://en.getin.pl/general-meeting/general-meeting/id/10028>. In the event the Management Board or Supervisory Board of the Company make any comments on the items on the agenda or the issues to be put on the agenda prior to the General Meeting date, they will be made available at the Company's website.

Other information

The Management Board informs that the General Meeting will be broadcast by Unicomp WZA Sp. z o. o. based in Warsaw via Internet. The link to watch the broadcast of the General Meeting in Polish in real time will be made available at the Company's website one week before the General Meeting date.

Wrocław, July 24,2020

Annex to the Announcement of July 24, 2020
On convocation of the Extraordinary General Meeting
Getin Holding S.A. (hereinafter "the Company")
As of August 26,2020

Part A. Information on the possibility, rules and method of participation by shareholders in the General Meeting by electronic communication means

1. Pursuant to § 2 point 3 of the Regulations specifying detailed rules for participation in the General Meeting of Getin Holding S.A. by electronic communications means adopted by a resolution of Supervisory Board of Getin Holding S.A. no. 14/2020 of April 3, 2020, participation in the General Meeting with electronic communication means involves:
 - a) real-time transmission of the meeting to the public Internet,
 - b) real-time two-way communication of all persons participating in General Meetings, where they can express themselves during the General Meeting, staying in a different place than the place of the General Meeting,
 - c) exercising the right to vote before or during the General Meeting in person or by proxy.
2. Participation in the General Meeting referred to in item 1 shall take place by means of a dedicated IT platform. A shareholder shall be able to communicate, under item 1 letter b), by means of a text communicator.
3. Shareholders using electronic communication means to participate in the General Meeting shall bear the associated risks, in particular those resulting from the inability to receive transmissions, communications, or to exercise voting rights during the General Meeting as a result of connection failures or disruptions.
4. For communication with the Company, the shareholders wishing to participate in the General Meeting by electronic communication means, should use the following e-mail address: walne.zgromadzenie@getin.pl.
5. To participate in a General Meeting by electronic communication means, a shareholder should personally or by proxy notify the Company of their intention to participate in the General Meeting in this form, in accordance with the requirements set forth in this document, and meet the technical requirements set forth in Part B.
6. A shareholder or a shareholder's proxy shall send to the Company's email address walne.zgromadzenie@getin.pl no later than to **20 August 2020** until 5:00 p.m.:
 - a) a completed and signed notification, scanned to PDF format, on the intention to participate in the General Meeting using electronic communication means, prepared in accordance with the model specified in Part C of this document (hereinafter referred to as "the Notification"),
 - b) a scan of the identity document allowing identification of the shareholder, indicating the series and number of the identity card/passport, and PESEL [Personal Identity Number]. If a shareholder is a legal person or an organizational unit not being a legal person, shall send a scan of an extract from the relevant register or a scan of another document confirming authorization of the persons acting on behalf of such entity,
 - c) scans of the documents indicated in the Announcement necessary to identify the proxy, if the voting right is exercised by a proxy, and e-mail address for communication with a shareholder or the proxy.
7. The Company will verify the powers of the given shareholder to participate in the General Meeting on the basis of the list of shareholders entitled to participate in General Meetings received from the KDPW [Central Securities Depository of Poland]. To carry out proper verification, the Company can contact the shareholder or proxy using the contact details indicated in the Notification sent.
8. In the event of failure to remove or explain by correspondence, within the time limit set by the Company, possible inconsistencies, the Company shall refuse the shareholder concerned

participation in the General Meeting using electronic communication means, notifying them of this fact to the e-mail address indicated in the Notification.

9. After positive verification of the shareholder's authorizations and any powers of attorney granted, the Company will send to the shareholder or their proxy not later than by **24 August 2020** until 5:00 p.m. on the email address provided in the Notification a detailed instruction concerning the method of registration to the IT platform allowing participation in the General Meeting by electronic communication means, with the login and starting password used for the first registration to this platform, which will also constitute a confirmation of entitlement to participate in the General Meeting by electronic communication means. Login and initial password will be protected by a password. The password to the file will be sent by text message to the phone number indicated in the Notification.
10. The initial password of the shareholder received from the Company to the IT platform dedicated for participation in the General Meeting by electronic communication means shall be used only for the first registration to this platform. To maintain security and confidentiality in the use of the platform, shareholders must change the above password to their own in the manner described in the instructions sent with login and the initial password.
11. At **25 August 2020** between 3:00 p.m. and 5:00 p.m., shareholders and proxies will have an option to test proper functioning of the IT equipment, software and internet connection they will use to participate in the General Meeting using electronic communication means, and to familiarise themselves with the platform provided for that purpose. Access for tests will be possible using the link sent by email the address provided in the Notification, no later than by **24 August 2020**.
12. Detailed tutorial for shareholders and proxies concerning the operation of IT vote counting platforms and the rules of using the devices intended for voting, and the possibility of raising objections to resolutions, will take place on the day of the test referred to in item 11 above and for the voting persons on the day of the General Meeting.
13. In case of any problems or questions concerning the use or operation of the platform, shareholders and proxies will be able to use telephone technical support available on **25 August 2020** between 3:00 p.m. and 5:00 p.m. and on **26 August 2020**, that is on the day of General Meeting from 11:00 a.m. to the end of the General Meeting, or report them by e-mail sent to walne.zgromadzenie@getin.pl. The telephone number will be made available by the Company to shareholders or their proxies with the instruction specified in item 9.
14. The risks related to the use of electronic communication means to participate in the General Meeting, to speak and vote at the General Meeting, and related to improper or unauthorized use of the login or password lies solely with the shareholder, and the Company does not bear any responsibility in this respect.
15. Correspondence with the Company through a system enabling participation in the General Meeting by electronic communication means should be conducted exclusively in Polish.
16. At the same time, the Company informs that via a link to the broadcast, placed on the Company's website one week before the General Meeting, it will be possible to access streaming of the General Meeting in Polish language.
17. Any matters not regulated herein shall be governed by generally applicable laws, the provisions of the Regulations specifying detailed rules of participation in the General Meeting of Getin Holding S.A. using electronic communication means available on the Company's website, and the rules specified in the Announcement on convening a General Meeting.

Part B. Technical Requirements

1. To use the IT platform dedicated for participation in the General Meeting remotely by electronic communication means, each person entitled to participate in General Meetings by electronic communication means should have at their disposal:
 - a) a connection to the public Internet with a minimum bandwidth of 1 Mbps (constant bandwidth while using the platform),
 - b) a computer with the ability to play audio and receive video, working under the control of the Windows 10 operating system or macOS, with one of the following browsers installed: Firefox, Chrome or Safari (all the listed browsers are available for free download on the public Internet). The use of Internet Explorer is not recommended. In addition, JavaScript must be enabled in the browser (these are standard browser settings).
2. Lower bandwidth of the Internet connection and older versions of browsers may cause difficulties or prevent communication with the General Meeting room, delay the transfer, prevent voting.
3. For the duration of using the platform, it is suggested that the user not use other applications that significantly burden the computer and communication link used by the platform.

Part C. Specimen notification of the intention to participate in the General Meeting by electronic communication means

Form 1 – Notification of the Shareholder

I (We), the undersigned, being a shareholder/representative of a shareholder* of Getin Holding S.A., based in Wrocław declare that:

.....
(shareholder details: name and surname/company, address/registered office)

("Shareholder") registered (number) _____ shares of the Company. I (We) desire to participate in the Extraordinary General Meeting of this Company convened for August 26, 2020, at 12:00 p.m. by electronic communication means.

Number of the Certificate on the right to participate in the General Meeting and the name of the institution issuing the certificate: _____

I declare that, as a shareholder, I will personally participate in the General Meeting in this form.*
I declare that I am entitled to represent the shareholder, which is confirmed by the documents submitted to the Company, and that I will personally participate in the General Meeting in this form.*

I declare that I will participate in the General Meeting with the number of shares/as indicated in the list of shareholders authorized to participate in GMs, issued by the Krajowy Depozyt Papierów Wartościowych S.A. [National Depository for Securities Joint-Stock Company].*
I hereby accept all the conditions and consequences of participating by electronic communication means in the General Meeting announced and published by the Company.

Details of shareholder/person representing the shareholder authorized to participate in General Meetings by electronic communication means *:

Name and surname: _____
Address: _____
Personal ID no.: _____
Number of identity card/passport* _____
E-mail address for contact and login delivery: _____
Telephone number for contact / sending the password to login: _____

Signature(s) of shareholder/ persons authorised to represent the shareholder*:

forename and surname of the shareholder

forename and surname (function) of the person authorised to represent the shareholder

forename and surname (function) of the person authorised to represent the shareholder

Place and date

***Delete as appropriate**

Form 2 – Notification from the Shareholder’s Proxy

I (We), the undersigned, being the proxy of the shareholder/representing the proxy of the shareholder* of Getin Holding S.A., based in Wrocław declare that:

.....
(shareholder details: name and surname/company, address/registered office)

(“Shareholder”) registered (number) _____ shares of the Company. As a proxy of the shareholder I (We) declare participation in the Extraordinary General Meeting of this Company convened for August 26, 2020, at 12:00 p.m. by electronic communication means.

Number of the Certificate on the right to participate in the General Meeting and the name of the institution issuing the certificate: _____

I (We) declare that a proxy will participate in the General Meeting with the number of shares/as indicated in the list of shareholders authorized to participate in GMs, issued by the Krajowy Depozyt Papierów Wartościowych S.A. [National Depository for Securities Joint-Stock Company].*

I hereby accept all the conditions and consequences of participating by electronic communication means in the General Meeting announced and published by the Company.

Details of the shareholder’s proxy/person representing the shareholder’s proxy authorized to participate in General Meetings by electronic communication means *:

Name and surname: _____

Address: _____

Personal ID no.: _____

Number of identity card/passport* _____

E-mail address for contact and login delivery: _____

Telephone number for contact / sending the password to login: _____

Signature(s) of shareholder’s proxy / persons authorised to represent the shareholder’s proxy*:

forename and surname of the shareholder’s proxy

forename and surname (function) of the person authorised to represent the shareholder’s proxy

forename and surname (function) of the person authorised to represent the shareholder’s proxy

Place and date

***Delete as appropriate**

**DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING
OF GETIN HOLDING S.A.
FOR AUGUST 26, 2020**

**Resolution [•]
of the Extraordinary General Meeting of Getin Holding S.A.
of [•]**

§ 1.

Under Art. 409 §1 of the Code of Commercial Companies and Partnerships and §4 and §5 of the Bylaws of the General Meetings of Getin Holding S.A., the Extraordinary General Meeting appoints _____ as the Chairman of the General Meeting.

§ 2.

The resolution shall enter into force on the date of its adoption.

**Resolution [•]
of the Extraordinary General Meeting of Getin Holding S.A.
of [•]**

§ 1.

The Extraordinary General Meeting adopts the following agenda, as announced on [•] r.

1. Opening of the Meeting.
2. Adopting a resolution on the appointment of the Chairman of the General Meeting.
3. Confirming the correctness of convening the General Meeting and its capacity to adopt resolutions.
4. Adopting a resolution on the approval of the agenda.
5. Adopting a resolution on the approval of the Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.
6. Adopting a resolution on amending the rules of remuneration of members of Supervisory Board of Getin Holding S.A.
7. Adopting a resolution on amending the Bylaws of the Supervisory Board of Getin Holding S.A. and adopting consolidated text of the Bylaws.
8. Adopting a resolution on amending the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. and adopting consolidated text of the Bylaws.
9. Closing the meeting.

§ 2.

The resolution shall enter into force upon its adoption.

**Resolution [•]
of the Extraordinary General Meeting of Getin Holding S.A.
of [•]**

Acting under Art. 90d section 1 and section 7 of the Act of 29 July 2005 on Public Offering, on Conditions for the Introduction of Financial Instruments to the Organized Trading System and on Public Companies (hereinafter: Public Offer of Financial Instruments Act), the Extraordinary General Meeting, having read the *Remuneration Policy for members of the*

Management Board and the Supervisory Board of Getin Holding S.A. (hereinafter also: the Policy) hereby decides to:

§ 1.

1. Adopt the *Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.* in the wording specified in the annex to this Resolution, and to implement it at Getin Holding S.A.
2. Authorize the Supervisory Board to specifically determine:
 - a) fixed and variable components of remuneration of individual Members of the Management Board in the managerial contracts concluded with the Members of the Management Board, including indicating a fixed remuneration amount,
 - b) any bonuses to the extent that these bonuses are not fully regulated in the Policy, including clear, comprehensive and differentiated financial and non-financial performance criteria for awarding variable components of remuneration of Members of the Management Board, including criteria relating to the consideration of social interests, contributing to protecting the environment by the Company, and taking action to prevent and eliminate any negative social impacts of the Company's operations,
 - c) conditions for returning all or part of individual bonuses and to decide whether the bonus return mechanism will be applied to individual Members of the Management Board,
 - d) rules of not awarding, withholding or limiting variable remuneration within the limits of generally applicable law and the conditions set forth in the managerial contract,
 - e) rules of granting other cash and non-cash benefits to Members of the Management Board, in particular those necessary for the performance of their functions, and the rules of using the Company's property for private purposes, and the rules will specify work tools or other benefits, in particular such as: company car, trainings, medical care, insurance, taking into account the applicable rules and limits adopted for employees of the Company in this respect, taking into account the nature and requirements related to the function and position held.

§2

The resolution shall enter into force upon its adoption.

Justification for the draft resolution

To implement the requirements of the Act of 29 July 2005 on Public Offering, on Conditions for the Introduction of Financial Instruments to the Organized Trading System and on Public Companies (hereinafter: Public Offer of Financial Instruments Act); consolidated text of 22 February 2019 (Dz.U. [Journal of Laws] of 2019, item 623), and also to strengthen corporate governance and to provide shareholders with an effective influence on the structure of remuneration of persons performing the most important functions at Getin Holding S.A. and supervision over granting such remunerations, the General Meeting is requested to adopt the *Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.* (hereinafter: the Policy). The Policy is drawn up according to the requirements of the above-mentioned act and was positively assessed by the Supervisory Board of the Company and the Remuneration and Employment Committee of the Supervisory Board of Getin Holding S.A.

**REMUNERATION POLICY
FOR MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS OF
GETIN HOLDING S.A.**

Getin Holding S.A. based in Wrocław (**Getin Holding** or **Company**) with a view to comply with requirements imposed by the Act dated 29 July 2005 on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (J. L. 2019, item 623, as amended) implementing in TO the Polish law the Directive of the European Parliament and Council (EU) 2017/828 dated 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (OJ EU L No. 132, p. 1) and acting to advance corporate governance and ensure that shareholders have efficient influence on the remuneration system covering persons holding the top management functions in Getin Holding and on assigning such remuneration, hereby implements this Remuneration Policy for Management and Supervisory Board Members in Getin Holding (**Policy**).

§ 1

FUNDAMENTAL ASSUMPTIONS OF THE POLICY

- Getin Holding pays remuneration to Management and Supervisory Board Members in accordance with the Policy and based on the Policy. Any amendments to the rules of remuneration payment to Management and Supervisory Board Members shall require amendments to this Policy, unless the Supervisory Board adopts a resolution on departure from the Policy, according to the procedure specified in the Policy.
- In the event of any discrepancies between the Policy and other documents that form the basis for remuneration payment to Management and Supervisory Board Members, in particular any civil law agreements or employment contracts concluded by Getin Holding or any resolutions concerning remuneration for specific persons that provide for otherwise, the Policy shall prevail.
- The Policy prevents any potential situations when remuneration for a specific Member of Management Board would substantially diverge from Getin Holding performance or would not be justified in the light of individual efforts and performance of such a Member.

§ 2

DEFINITIONS

Unless the context states otherwise capitalized terms in this Policy shall have the following meaning:

- **Supervisory Board Member, Chairman of Supervisory Board and Vice Chairman of Supervisory Board** – each member of supervisory board of Getin Holding, a member of supervisory board of Getin Holding that holds a statutory function of chairman of supervisory board, and a member of supervisory board of Getin Holding that holds a statutory function of vice chairman of supervisory board.

- **Management Board Member, President of Management Board and Deputy President of Management Board** – each member of management board of Getin Holding, a member of management board of Getin Holding that holds the statutory function of president of management board, and a member of management board of Getin Holding who according to the entry in the National Court Register holds the function of Deputy President of Management Board;
- **Management and Supervisory Board Members** – all members of supervisory board of Getin Holding and the management board of Getin Holding;
- **Getin Holding or Company** – Getin Holding S.A. based in Wrocław;
- **Getin Holding CG** – the capital group that comprises Getin Holding as a parent company and its subsidiary companies in the meaning of the Accounting Act dated 29 September 1994 (J. L. 2019, item 351, as amended);
- **Committee** – an advisory body appointed as needed by the Supervisory Board according to the Articles of Association, composed of Supervisory Board Members;
- **Managerial Contract** – a civil law contract under which duties of a member of management board of Getin Holding are vested, concluded by Getin Holding and an individual appointed to hold a function in the management board of Getin Holding;
- **Policy** – this document;
- **Supervisory Board** – the supervisory board of Getin Holding;
- **Articles of Association** – the articles of association of Getin Holding;
- **General Meeting** – the general meeting of shareholders of Getin Holding;
- **Management Board** – the management board of Getin Holding;

§ 3

INITIAL PROVISIONS

1. This Policy applies to all Members of Management Board and Supervisory Board. Remuneration paid to each Member of Management and Supervisory Boards is established in a manner adequate to a function held by a specific Member of Management or Supervisory Board.
2. Remuneration paid to all Management Board Members is composed of fixed and variable components (bonuses). The fixed and variable components (bonuses) differ depending on a function held by a given individual in the Management Board. The proportional share of fixed and variable remuneration components for the Management Board Members is described in the Schedule to this Policy that is integral part hereof.
3. Remuneration for the Supervisory Board Members comprises solely the fixed component.

4. As at the date of adopting this Policy Getin Holding does not grant the Management or Supervisory Board Members remuneration in form of financial instruments.

§ 4

FIXED REMUNERATION COMPONENT FOR MANAGEMENT BOARD MEMBERS

1. The Management Board Members are entitled to a fixed monthly remuneration.
2. The General Meeting authorizes the Supervisory Board to specify the amount of fixed remuneration for each Member of Management Board in Managerial Contracts.

§ 5

BONUSES FOR MANAGEMENT BOARD MEMBERS

1. The Management Board Members may be entitled to an annual bonus or alternatively to a standard bonus. The maximum bonus for the Management Board Member may equal from 60% to 200% of the fixed annual remuneration for such a Member of Management Board. Guidelines for awarding annual and standard bonuses are included in the Schedule to this Policy that forms integral part hereof. The decision whether a given Management Board Member is eligible to an annual or standard bonus and specifying the amount of such a bonus for a given Member of Management Board lies with the Supervisory Board and it is specified in a Managerial Contract concluded with a given Member of Management Board.
2. The Management Board Members may be additionally eligible to an assets sale bonus. Guidelines for awarding an assets sale bonus according to which Management Board Members may become eligible to an assets sale bonus form integral part hereof.
3. The General Meeting authorizes the Supervisory Board to specify in detail terms and conditions for returning entire or part of a given bonus and to decide whether the bonus clawback mechanism shall apply to individual Management Board Members.
4. Getin Holding does not apply a deferred bonus payment mechanism to any of the bonuses.
5. The General Meeting authorizes the Supervisory Board to specify in detail all bonuses in the scope that is not exhaustively regulated herein.
6. While establishing terms and conditions for bonus payment to the Management Board Members Getin Holding takes into account social interest and prevention of negative social effects of operations of Getin Holding CG and their elimination, by:
 - a) supporting growth of entrepreneurship in the region where it operates;
 - b) making financial products / services more attractive and available to companies;
 - c) showing exemplary *compliance* with law regulations, ethical standards and good practices;
 - d) building its reliability;
 - e) promoting continuous growth of the quality of products and customer service and satisfaction, safety, responsibility and openness;
 - f) expanding its product range launching innovative solutions;
 - g) educating clients in a friendly manner and building their economic awareness;
 - h) integrating diverse teams in the atmosphere of commitment, satisfaction and respect;
 - i) aiming at maximizing clients' and investors' satisfaction;
 - j) promoting charity and sponsoring;
 - k) dialog with its social environment.

§ 6

REMUNERATION FOR SUPERVISORY BOARD MEMBERS

1. The Supervisory Board Members are entitled to a fixed monthly remuneration.
2. The basis for the remuneration payment to the Supervisory Board Members is the General Meeting's resolution.
3. Remuneration for the Supervisory Board Members other than the Chairman and Vice Chairman of Supervisory Board is of the same amount. Remuneration for the Chairperson and Vice Chairman of Supervisory Board may be higher than remuneration for other Supervisory Board Members.
4. Within the Supervisory Board may be formed committees according to the Articles of Association. Committee members may be paid additional benefits in the amount specified in the General Meeting's resolution. If one of Supervisory Board Members holds functions in several Committees additional benefits paid to such a Member may be cumulative.
5. Remuneration for Supervisory Board Members shall be paid irrespective of the number of meetings convened and irrespective of their presence at such meetings of Supervisory Board.

§ 7

OTHER CASH AND NON-CASH BENEFITS FOR MANAGEMENT AND SUPERVISORY BOARD MEMBERS

1. Getin Holding is authorized to conclude a D&O insurance contract for the Management and Supervisory Board Members.
2. The Management Board Members may use company cars for private purposes. The Management Board Members who do not use company cars shall be paid cash equivalent for using private means of transport. Due to its nature, i.e. optionality of using a company car by Management Board Members and being separate from the fixed monthly remuneration, the equivalent is not accounted for in the proportional share in the fixed and variable remuneration components for the Management Board Members specified in § 3(2).
3. The Management Board Members may be eligible to participate in so called employee benefits schemes. So called employee benefits schemes provided for Management Board Members as at the date of adoption of this Policy include the medical package.
4. Should Getin Holding implement a new so called employee benefit scheme Management Board Members may enter such a scheme with no need for a separate consent of the Supervisory Board or General Meeting provided that such a scheme is available for all Getin Holding employees.
5. The Management Board Members may be eligible to participate in an employee retirement scheme, as specified in § 9 herein below.
6. Apart from the remuneration the Supervisory Board Members do not get any other cash or non-cash benefits from Getin Holding. The afore sentence applies without prejudice to the right of each of the Supervisory Board Members to participate in an employee retirement scheme, as specified in § 9 herein below.

§ 8

CONDITIONS FOR HOLDING FUNCTION

OF MANAGEMENT AND SUPERVISORY BOARD MEMBERS

1. The sole basis for remuneration payment to Management Board Members is a Managerial Contract. Terms and conditions of a Managerial Contract must comply with this Policy.
2. A Managerial Contract is concluded for a definite period of time ending on the date of closing an Annual General Meeting that reviews GH financial report for a financial year specified in such a Managerial Contract. If Getin Holding decides about the continuation of cooperation with a given Management Board Member for a subsequent financial year(s), another Managerial Contract is concluded or the previous Managerial Contract is annexed to amend its term.
3. Either Getin Holding or the Management Board Member may terminate a Managerial Contract by giving a 6-month termination notice effective as at the end of the respective calendar month, with no additional termination conditions. If the end of the office of the Management Board Member falls on during termination period the Managerial Contract shall be terminated on the same date. The Managerial Contract may also provide for termination with immediate effect, either by Getin Holding or by the Management Board Member.
4. In circumstances specified at its own discretion the Supervisory Board may guarantee a the Management Board Member in a Managerial Contract the right to be paid 100% of the fixed remuneration paid before termination of the Managerial Contract for 12 months after the termination of the Managerial Contract, and also – irrespective of the right to the fixed remuneration after the termination of the Managerial Contract, an additional compensation amounting to 50% of the fixed remuneration paid before the termination of the Managerial Contract for the no-competition clause period and/or no-solicitation clause period after the termination of the Managerial Contract.
5. Apart from the benefits specified in this Policy, Getin Holding shall not pay any other benefits, in particular no severance pay, to the Management Board Members.
6. The Supervisory Board Members are paid remuneration for holding their functions only based on the General Meeting's resolution. The General Meeting's resolution on establishing remuneration for a given Member of Supervisory Board shall be in compliance with the Policy.
7. The Supervisory Board Members are appointed and dismissed by the General Meeting in accordance with the Articles of Association and for a term of office specified in the Articles of Association.

§ 9

RETIREMENT, ANNUITY AND EARLIER RETIREMENT SCHEMES

As at the date of adopting this Policy Getin Holding does not provide for any retirement, annuity or earlier retirement contracts or policies or otherwise.

Starting from H2 2020 in Getin Holding there will apply provisions of the Act on Employee Capital Schemes dated 4 October 2018 (J. L. 2018, item 2215, as amended). Implementation of an employee capital scheme in Getin Holding and covering the Management and Supervisory Board Members, which means payment by Getin Holding the base payment for the Management and Supervisory Board Members, as well as the additional payment amounting to 1.5% of respective remuneration, unless the Management and Supervisory Board Members waive their participation in the employee capital scheme, shall not be part of the remuneration in the meaning of this Policy and shall remain without prejudice to provisions of this Policy.

§ 10

WORK AND REMUNERATION TERMS AND CONDITIONS FOR COMPANY EMPLOYEES

Work and remuneration terms and conditions for employees of Getin Holding CG other than the Management and Supervisory Board Members, including those employed otherwise than under an employment agreement were taken under consideration while developing this Policy as follows:

- a) **Competitive remuneration.** With a view to attracting best professionals to work at Getin Holding CG, both the remuneration structure and its overall amount is competitive compared to similar companies operating in a given market.
- b) **Fair remuneration.** Like in case of Management Board Members and Chairman and Vice Chairman of Supervisory Board, employees of Getin Holding CG are paid remuneration commensurate with their competence, scope of their responsibility and time devoted to building values of Getin Holding CG.
- c) **Equal pay.** All Getin Holding CG companies apply anti-discrimination rules, including rules ensuring equal pay. Remuneration in Getin Holding CG companies depends solely on competence, scope of their responsibility and time devoted to building values of Getin Holding CG.
- d) **Adequate remuneration.** Remuneration in Getin Holding CG is commensurate with an employee's competence, scope of their responsibility and time devoted to building values of Getin Holding CG. Specifically, remuneration for medium and senior management in Getin Holding CG companies promote their loyalty.
- e) **Parenthood.** Getin Holding CG promotes and makes it easier as far as it is possible for employees who come back to work after long-term maternity/paternity leaves.
- f) **Gender parity.** Getin Holding CG ensures as far as it is possible 50% gender parity among medium and senior management positions, and 25% gender parity among top management positions;
- g) **Employment.** Getin Holding CG hires employees as far as it is possible under employment agreements in accordance with local law regulations applicable for a given company in Getin Holding CG, which ensures stable employment for its staff members. Any deviations from this principle as a rule concern senior and top management positions;
- h) **Work-life balance.** Respecting individuality of its employees Getin Holding CG promotes work-life balance.

§ 11

AVOIDING AND MANAGEMENT OF THE POLICY RELATED CONFLICT OF INTEREST

1. With a view of avoiding conflict of interest related to the Policy or managing such conflicts while developing, reviewing and amending the Policy the Management Board is obliged to apply the following measures:
 - a) appoints a team of employees to prepare assumptions for the Policy taking into account scope of responsibility and competence;
 - b) may request an external consultant's evaluation of a draft Policy;
 - c) presents a draft Policy to the Employment and Remuneration Committee at the Company Supervisory Board for an opinion;
 - d) after getting a positive opinion from the Employment and Remuneration Committee at the Company Supervisory Board presents the draft Policy to the Supervisory Board for approval;
 - e) after getting the Supervisory Board's approval, presents the draft Policy to the Company General Meeting for its adoption.
2. All governing bodies engaged in the process, including all their members and other individuals, come under the internal Policy for Preventing Conflicts of Interest.

§ 12

COMPANY'S BUSINESS STRATEGY, LONG-TERM INTERESTS AND STABILITY

The strategy of Getin Holding aims at increasing value of Getin Holding CG companies by their growth coordination and governance. Getin Holding applies the 'functional' model to all Getin Holding CG companies, where it is the competence centre in key business areas. The Company's aim is to create value by reaching a high investment return rate, and hence tangible benefits for the shareholders. Getin Holding may accomplish this aim promoting regular growth of Getin Holding CG companies, acquisitions and founding new units.

The Policy contributes to the accomplishment of the afore described strategy, long-term interests and stability of Getin Holding, because:

- a) the level of remuneration for Management and Supervisory Boards Members in this Policy is adequate to encourage competent individuals to undergo recruitment procedure for a specific position, to retain such an individual with the Company, and to constantly maintain the motivation of such individuals to manage business, provide adequate supervision in Getin Holding and other Getin Holding CG companies and to accomplish strategies of such companies;
- b) remuneration for Management and Supervisory Board Members is commensurate with tasks vested with specific individuals, which promotes Getin Holding's long-term interests and stability;
- c) possibility to get bonuses and conditions for getting such bonuses by Management Board Members are an extra motivating factors promoting implementation of Getin Holding business strategy and its long-term interests;
- d) the remuneration for the Supervisory Board Members is not dependent on options or other derivatives, or any other variable components, nor performance of Getin Holding, which promotes objective evaluation of the Management Board's operations.

§ 13

TEMPORARY DISAPPLICATION OF THE POLICY

1. If it is required to accomplish long-term interests and stability of Getin Holding or to ensure its profitability, the Supervisory Board may decide to disapply the Policy temporarily, on the conditions and according to the procedure presented herein below. The decision on the occurrence of circumstances presented herein below lies with competences of the Supervisory Board, provided however that the Supervisory Board shall provide information on such a disapplication, explaining the reasons, procedure and elements that have been disappplied in a remuneration report.

2. The Supervisory Board may suspend application of provisions of § 3(2) and § 5(1) and (2) of the Policy if before the end of the Management Board's term of office its composition changes for any reason and in consequence it will be necessary to appoint one or more Management Board Members, and in order to hire an individual with qualifications relevant for the position Getin Holding will have to offer work and remuneration terms and conditions other than those resulting from this Policy.

3. The Supervisory Board may also suspend application of provisions of § 3(2) and § 5(1) and (2) of the Policy if they get reliable information that remuneration offered in comparable sector companies substantially differs from work and remuneration conditions for Management Board Members, which could in consequence mean losing one or more Management Board Members to the benefit of competition.

§ 14

SETTING, IMPLEMENTATION AND REVIEWING THE POLICY

1. This Policy was based on previously used remuneration practice, in particular on applicable Managerial Contracts and the General Meeting's resolutions. In developing this Policy the existing practice was clarified, as required.
2. The Policy reflects practice of payment of remuneration to the Management and Supervisory Board Members exercised as at the date hereof, and thus the implementation of the Policy did not require taking any further activities of Getin Holding, save the clarification of the already existing practice.
3. The Supervisory Board draws up an annual remuneration report that presents a complex review of remuneration, including all benefits, irrespective of their form, paid or due to each Management and Supervisory Board Member in the previous financial year, as per the Policy. The report is audited by a chartered auditor as regards law regulations.
4. The Management Board reviews the Policy at least once a year. While reviewing the Policy the Management Board evaluates the Policy's compliance, functionality and efficiency in accomplishing its goals. Should the Management Board decide that the Policy needs to be amended, the Management Board will present its recommendations to the Supervisory Board.
5. If the General Meeting adopts a resolution to amend the Policy, the amended Policy will include a description of major amendments to the previous version as well as the manner how the General Meeting's resolution giving opinion on the remuneration report was taken into account.

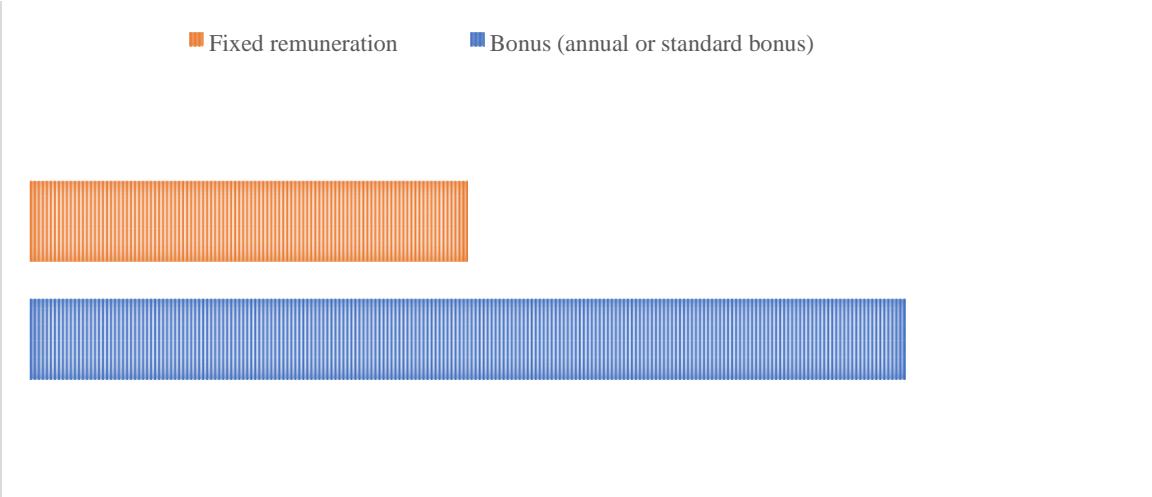
§ 15

FINAL PROVISIONS

1. The Policy takes effect on the date of its adoption by the General Meeting for a definite period of four years.
2. The General Meeting adopts a resolution on the Policy at least every four years. The aforementioned resolution may either uphold or amend this Policy. Each resolution on this Policy adopted by the General Meeting starts another four-year validity period for the Policy specified in (1) hereinabove.
3. If the Policy is not binding in Getin Holding, specifically when the resolution specified in (2) hereinabove has not been adopted before the end of the four-year period specified in (1) hereinabove, Getin Holding shall pay remuneration in accordance with the Policy until the resolution specified in (2) hereinabove has been adopted.
4. Temporary disapplication of the Policy, as specified in § 13 hereinabove, shall not influence the validity period of the Policy.
5. Getin Holding publishes the Policy and the resolution on the remuneration policy, along with the date of its adoption and the votes cast, at its website. Those documents remain available at least for the period of their application.

SCHEDULE TO GETIN HOLDING REMUNERATION POLICY

1. MANAGEMENT BOARD MEMBERS REMUNERATION COMPONENTS PROPORTION



It is not possible to specify the share of remuneration paid to the Management Board Members as a bonus for selling assets in the overall remuneration of the Management Board Members because of conditions of awarding such a bonus.

Assets sale bonus is constructed so that its maximum amount hypothetically equals part of present market value of Getin Holding CG companies indicated in a Managerial Contract, and the market value affects incremental acts on the part of Getin Holding, and those incremental acts form base for the calculation of a respective bonus to be paid to a given Member of Management Board. Therefore the assets sale bonus is strictly related to the profit for Getin Holding, which has a positive impact on the motivation of the Management Board Members and ensures alignment of their efforts with the profit of Getin Holding.

2. ANNUAL BONUS

- The Supervisory Board may reserve that one or more Management Board Members will be eligible to an annual bonus only if Getin Holding reports in its consolidated annual report for a given financial year audited by a chartered auditor a specific net consolidated profit specified by the Supervisory Board.
- An annual bonus for holding a specific function in a given financial year is calculated as the percentage of a net profit reported in accordance with IRS specified by the Supervisory Board of Getin Holding CG operational companies.

3. STANDARD BONUS

- A standard bonus is due only if consolidated annual report for a given financial year audited by a chartered auditor discloses a specific consolidated profit specified by the Supervisory Board, however the Supervisory Board may specify additional conditions for awarding a standard bonus to a given Member of Management Board.

- The bonus is calculated taking into account percentage of accomplished budgeted consolidated net profit for specified operational companies in accordance with IRS disclosed in Getin Holding consolidated annual report for a given financial year audited by a chartered auditor.

4. ASSETS SALE BONUS

- Assets sale bonus is due for any transactions that cause increment to Getin Holding, its subsidiary company or other company named by Getin Holding that results from the obligation to dispose of assets owned by Getin Holding CG, i.e. entities – including all interest in such entities (in particular shares, participatory interest, etc.), their enterprises (entire or part of), or other participatory interest in such entities or ownership forms, including also in particular components of their property – being part of Getin Holding CG, provided however that the Supervisory Board shall indicate in the Managerial Contract specific entities sale of which will entitle Management Board Members to the bonus.

- The Supervisory Board may specify in detail proportion of assets value to the bonus for their sale for specific Management Board Members.

Resolution [•]

of the Extraordinary General Meeting of Getin Holding S.A. of [•]

§ 1

Pursuant to Art. 392 § 1 of the Code of Commercial Companies and Partnerships, the Extraordinary General Meeting finds that Members of the Supervisory Board have right to remuneration on the basis of the new rules specified in § 2 of this Resolution.

§ 2

1. Members of the Supervisory Board have right to monthly remuneration, paid until the last working day of each calendar month.
2. Amount of remuneration of Members of the Supervisory Board is as follows:
 - a) Monthly remuneration of the Chairman of the Supervisory Board is ten times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid, subject to section 5 below.
 - b) Monthly remuneration of the Vice-Chairman of the Supervisory Board is three times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid, subject to section 5 below.

- c) Monthly remuneration of the Members of the Supervisory Board other than the Chairman and Vice-Chairman is 1,5 time the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid, subject to section 5 below.
3. Members of the Supervisory Board who are members of the Committees of the Supervisory Board shall receive a monthly bonus referred to in section 2, paid once a month with the monthly remuneration. The amount of the bonus shall be as follows:
 - a) for Chairman of a Committee – two times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which bonus is paid, subject to section 5 below,
 - b) for Member of a Committee other than the Chairman – one times the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which bonus is paid, subject to section 5 below.
4. If one Member of the Supervisory Board performs functions in several Committees, the bonus received by them on this account shall accumulate.
5. If, before the end of the given month, Statistics Poland does not announce the average monthly remuneration gross in the corporate sector for the calendar year preceding the year of that month, Members of the Supervisory Board will receive remunerations, and the Members of the Supervisory Board being members of Committees also bonuses for that month in the amount specified for the last month of the previous calendar year. If the foregoing sentence is applied after the announcement of Statistics Poland mentioned in the foregoing sentence is made, remuneration of Members of the Supervisory Board with bonuses for membership in the Committees will be adjusted. Remuneration of the Members of the Supervisory board with bonuses for membership in the Committees will be adjusted to the amount resulting from such announcement of Statistics Poland within the term for payment of the next monthly remuneration.
6. Remuneration of Members of the Supervisory Board is payable regardless of the frequency of the meetings and regardless of their presence at the Supervisory Board meetings.

§ 3

Remuneration of Chairman of the Supervisory Board specified in §2 section 2 letter a) and remuneration of Vice-Chairman of the Supervisory Board specified in §2 section 2 letter b) and remuneration of Members of the Supervisory Board specified in §2 section 2 letter c) and in section 3 letter a) to b) will apply from the subsequent calendar month taking place directly after adopting this resolution. Remuneration of Chairman of the Supervisory Board and Vice-Chairman of the Supervisory Board for the period from 01 January 2020 to 31 August 2020 will be accrued proportionally for the period of 8 months pursuant to the Resolution no. 24 of the Ordinary General Meeting of 27 March 2015 on determining the principles and amounts of remuneration of Members of the Supervisory Board of Getin Holding S.A.

§ 4

Subject to the last sentence of § 3 of this Resolution, the provisions of Resolution No. 24 of the Ordinary General Meeting of Shareholders of 27 March 2015 on determining the terms and amounts of remuneration of Members of the Supervisory Board of Getin Holding S.A. shall cease to apply as of the date of adoption of this resolution.

Justification for the draft resolution

In view of the implemented at Getin Holding S.A., according to the provisions of the Act on Public Offering, on Conditions for the Introduction of Financial Instruments to the Organized Trading System and on Public Companies, the “*Remuneration Policy for members of the Management Board and the Supervisory Board of Getin Holding S.A.*” and that remuneration of Members of the Supervisory Board of Getin Holding S.A. is determined by a resolution of the General Meeting, General Meeting is requested to change and update the remuneration rules for Members of the Supervisory Board of Getin Holding S.A. for membership and functions held in the Supervisory Board, and for membership and functions held in its committees. It is requested to unify the rules of determining and paying remuneration to all Members of the Supervisory Board in the following scope:

- a) basis for calculation of remuneration amount – it is proposed to refer to the average monthly remuneration gross in the corporate sector announced by Statistics Poland for the calendar year preceding the year for the month of which remuneration is paid;
- b) frequency of remuneration payment – it is proposed to adopt monthly payments with payment term until the last working day of each calendar month.

Moreover, it is requested that Members of the Supervisory Board being members of Committees of the Supervisory Board be granted a bonus to the monthly remuneration determined and paid in accordance with the conditions specified above applicable to the determination and payment of remuneration of Members of the Supervisory Board.

Resolution [•] of the Extraordinary General Meeting of Getin Holding S.A. of [•]

Acting pursuant to Art. 391 § 3 of the Code of Commercial Companies and Partnerships and § 16 section 3 of the Company’s Articles of Association, the Extraordinary General Meeting decides to:

§ 1

Amend the Bylaws of the Supervisory Board of Getin Holding S.A., in the following way:

1. § 2 section 1 with the following wording:

1. The Supervisory Board acts in accordance with the Company’s Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange within the scope accepted by the Company’s governing bodies.

shall be replaced by the following:

1. The Supervisory Board acts in accordance with the Company’s Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange Joint Stock Company within the scope accepted by the Company’s governing bodies.

2. § 4 section 2 with the following wording:

2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be commensurate with the Company's size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account the level of remuneration of members of management boards in similar companies in a comparable market.

shall be replaced by the following:

2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be commensurate with the Company's size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account the level of remuneration of members of management boards in similar companies in a comparable market. The Supervisory Board endeavors to ensure that the remuneration of Members of the Management Board is determined in accordance with the Company's Remuneration Policy for Members of the Management Board and Supervisory Board of Getin Holding S.A.

3. To § 5, after section 2, sections 2a and 2b with the following wording shall be added:

2a. The Supervisory Board shall annually prepare a remuneration report for each member of the Management Board and Supervisory Board in accordance with the applicable regulations.

2b. The Supervisory Board shall examine and evaluate the proposals presented by the Management Board to amend the Company's Remuneration Policy for Members of the Management Board and the Supervisory Board of Getin Holding S.A. or a proposal to keep the existing Policy wording.

4. § 9 section 1 with the following wording:

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. The receipt of the invitation shall be confirmed by the Member of the Management Board by the endorsement on the invitation, in writing, by fax or by e-mail.

shall be replaced by the following:

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. Any Member of the Supervisory Board unable to participate in the meeting shall immediately inform the Chairman of the Supervisory Board about such fact.

5. To § 9, after section 1, sections 1a and 1b with the following wording shall be added:

- 1a. A meeting of the Supervisory Board can also be attended using remote communication means, unless the Company’s Articles of Association provide otherwise.*
- 1b. The Supervisory Board determines in the form of bylaws detailed rules of participation in meetings of the Supervisory Board using means of long distance communication.*

6. § 9 section 3 with the following wording:

3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution.

shall be replaced by the following:

3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution and at least half of the members of the Board participated in adopting the resolution.

7. § 9 section 3c with the following wording:

3c. At the subsequent Meeting of the Board, Chairman of the Supervisory Board shall present the remaining Members of the Supervisory Board with a list of resolutions adopted by the Board by circulation or with the support of means of long distance communication.

shall be replaced by the following:

3c. The results of the voting referred to in section 3b above shall be presented immediately to the members of the Supervisory Board.

8. § 9 section 4 with the following wording – shall be deleted

4. Adopting resolutions in a manner set forth in section 2 and 3 above shall not apply to the appointment of a Member of the Management Board and his/her dismissal or suspension in the performance of duties.

9. § 9 section 4 with the new wording shall be inserted:

4. The Supervisory Board can adopt resolutions in writing or using long distance communication also in matters for which the Company’s Articles of Association provide for a secret vote, unless any member of the Supervisory Board objects.

10. § 11 section 2 with the following wording:

2. Voting in the Supervisory Board shall be open. Voting concerning personal issues shall be secret. Furthermore, a secret ballot shall be ordered at the request of at least one Member of the Supervisory Board.

shall be replaced by the following:

2. Voting in the Supervisory Board shall be open. Voting shall be secret in cases for which the Company's Articles of Association so provides. Furthermore, a secret voting shall be ordered by the Chairman on his/her own or at the request of at least one Member of the Supervisory Board.

11. § 13 section 3 with the following wording:

3. In the event of adopting resolutions with the use of means of long distance communication, minutes shall be drawn up. Provisions of sections 1 and 2 shall apply respectively.

shall be replaced by the following:

3. Members of the Supervisory Board participating in the adoption of resolutions by means of long distance communication shall receive copies of resolutions adopted in this manner, which they shall sign and return them to the Company as soon as possible. If resolutions are adopted using means of long distance communication, resolutions signed by members of the Supervisory Board shall be archived with the minutes of the Supervisory Board at the Company's registered office.

12. § 13 section 4 with the following wording:

4. In the event of adopting resolutions under the written procedure, the adopted resolutions shall be signed by all Members of the Supervisory Board.

shall be replaced by the following:

4. In the event of adopting resolutions under the written procedure, the resolutions shall be signed by Members of the Supervisory Board participating in adopting the resolution.

13. § 15 section 1 with the following wording:

1. Members of the Supervisory Board are entitled to remuneration. The amount of such remuneration shall be set forth by the General Meeting. The remuneration shall be paid on a monthly basis. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.

shall be replaced by the following:

1. Members of the Supervisory Board are entitled to remuneration. The amount and terms of such remuneration payment shall be set forth by the General Meeting. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.

§ 2

Adopt a consolidated text of the Bylaws of the Supervisory Board of Getin Holding S.A., taking into account the changes described in § 1 above, in the wording specified in the Annex to this Resolution.

§ 3

The resolution shall enter into force upon its adoption.

Justification for the draft resolution

Taking into account the amendment to the provisions of the Act – Commercial Companies Code (consolidated text of 22 February 2019; Dz.U. [Journal of Laws] of 2019, item 505), made on the basis of the so-called special purpose acts: Anti-Crisis Shield and Anti-Crisis Shield 2.0 in connection with the SARS-COV-2 pandemic, and the need to introduce changes of procedural nature, related, among others, to the introduction of new regulations in the Company, it is proposed that the General Meeting adopt amendments to the Bylaws of the Supervisory Board of the Company within the scope proposed in the presented draft resolution and the proposed consolidated text of the Bylaws.

**Annex to the Resolution ____ of the Extraordinary General Meeting of Shareholders of
Getin Holding SA of _____**

SUPERVISORY BOARD OF GETIN HOLDING S.A. BYLAWS

Consolidated text adopted by the Resolution ____ of the Extraordinary General Meeting of
Shareholders of Getin Holding S.A. ____ of _____

I. General provisions

§ 1

The Supervisory Board permanently supervises the Company's operations in all aspects of its business.

§ 2

1. The Supervisory Board acts in accordance with the Company's Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange Joint Stock Company within the scope accepted by the Company's governing bodies.
2. Supervisory Board Bylaws are publicly available on the Company's website and at its registered office.
3. The Supervisory Board adopts resolutions, issues recommendations and opinions and files motions to the General Meeting of Shareholders.
4. The Supervisory Board may not issue any binding instructions to the Management Board in respect of managing the Company's affairs.
5. Any disputes between the Supervisory Board and the Management Board are settled by the General Meeting of Shareholders.

II. Scope of powers of the Supervisory Board

§ 3

The statutory duties of the Supervisory Board, in addition to other issues envisaged under applicable regulations, include:

- a. appointment and dismissal of the Company's Management Board Members;
- b. temporary suspension of the Company's Management Board or its individual Members in performance of their duties;
- c. specifying the remuneration and rules for remuneration of Members of the Management Board;
- d. approval of the Management Board Bylaws;
- e. granting the Management Board Members consent to get involved in activities competitive to the Company activities;
- f. selection of an entity authorised to examine financial statements and to conduct financial audits in the Company;
- f. evaluation of Management Board's report on Company's operations and financial statement for the last financial year, as specified in Art. 395 (2) (1) of the Code of Commercial Companies and Partnerships, within the scope of its conformity with books and documents, as well as with actual state; evaluation of Management Board's motions concerning the division of profit or coverage of loss and submitting a written annual report from the aforementioned evaluation to the General Meeting of Shareholders;
- g. approval of the annual budget, business plan and strategy of the Company;
- h. granting consent for a merger with another entity;
- i. issuing an opinion on the motion to wind up the Company prior to its submission to the General Meeting of Shareholders;
- j. approval of the Company's debt limits and making decisions on increasing such limits;
- k. granting consent to take on financial liabilities by the Company the value of which exceeds the limits approved by the Supervisory Board;
- l. granting consent for sale and purchase of real estate, perpetual usufruct or share in real estate by the Company;
- m. issuing opinions on suggested amendments to the Company's Articles of Associations and other draft resolutions prior to presenting them to the General Meeting of Shareholders;
- n. giving an opinion on a candidate for the Company's commercial proxy;
- o. granting the Company consent to conclude agreements, other transaction or several joint agreements or other transactions exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their total value exceeds PLN 1,000,000;
- p. granting consent to purchase, sell, lease and manage any components of Company's property or other assets under transaction exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their value exceeds PLN 500,000;
- q. granting consent to establish a guarantee, sign on behalf of the Company any promissory notes securing liabilities of any third parties and take any measures aiming at securing liabilities of any third parties, if their value exceeds PLN 1,000,000;

- r. granting consent to subscribe for or acquire shares in other companies or to invest in other companies or join any business enterprise, if the value of a single investment exceeds PLN 500,000;
- s. approval of the Company's assets encumbrance limits (pledges, mortgages or other encumbrances) and making decisions regarding increase of such limits;
- t. establishing by the Company any encumbrances on the Company's assets when the value of such encumbrances exceeds the limits approved by the Supervisory Board;
- u. carrying out the duties of Audit Committee, if the Audit Committee hasn't been appointed or there have been obstacles which make its operation impossible.

§ 4

1. The Supervisory Board selects an entity entitled to audit financial reports of the Company and to perform financial revision in the Company in compliance with the applicable regulations.
2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be commensurate with the Company's size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account the level of remuneration of members of management boards in similar companies in a comparable market. The Supervisory Board endeavors to ensure that the remuneration of Members of the Management Board is determined in accordance with the Company's Remuneration Policy for Members of the Management Board and Supervisory Board of Getin Holding S.A.

§ 5

1. In order to duly perform their duties, the Supervisory Board shall receive regular and comprehensive information from the Management Board about all material aspects of the Company and the risk related to the conducted activities and methods of risk management. The Supervisory Board may inspect all documents of the Company, request reports and explanations from the Management Board and employees, and review the assets and liabilities of the Company.
2. The Supervisory Board presents an annual brief evaluation of the Company's standing to the Annual General Meeting of Shareholders. The evaluation shall be made available to the shareholders in a period allowing for familiarization therewith before the Annual General Meeting is held.
- 2a. The Supervisory Board shall annually prepare a remuneration report for each member of the Management Board and Supervisory Board in accordance with the applicable regulations.
- 2b. The Supervisory Board shall examine and evaluate the proposals presented by the Management Board to amend the Company's Remuneration Policy for Members of the Management Board and the Supervisory Board of Getin Holding S.A. or a proposal to keep the existing Policy wording.
3. Members of the Supervisory Board should participate in General Meetings of the Company and, within their competences and within the scope necessary to settle any

matters discussed by the General Meeting, shall provide the participants with explanations and information concerning the Company.

III. Organization of the Supervisory Board's activities

§ 6

1. Supervisory Board consists of five to seven persons, including a Chairman and a Vice Chairman.
2. Individual Members of the Supervisory Board are appointed by the General Meeting of Shareholders.
3. The Supervisory Board is elected for the period of two years. Members of the Supervisory Board are appointed for a joint term of office.
4. The Supervisory Board elects a Chairman and a Vice-chairman from amongst its Members.
5. The Supervisory Board or its Members appointed by General Meeting of Shareholders may be dismissed under a resolution of the General Meeting of Shareholders before the end of the Supervisory Board's term. The term of a Member of the Supervisory Board appointed before the end of the Supervisory Board's term shall end together with the end of the term of the entire Board.
6. Terms of Members of the Supervisory Board end not later than on the date of holding the first General Meeting of Shareholders convened to approve the financial report for the last full financial year of the Supervisory Board's term of office.
7. Terms of Members of the Supervisory Board end also at their death, resignation or dismissal.

§ 7

1. Any person being a shareholder or a person from outside the Company may be appointed to the Supervisory Board. A Member of the Management Board, a commercial proxy, a liquidator, the head of department or plant, a chief accountant, attorney-at-law or advocate employed with the Company or other persons directly accountable to a Member of the Management Board or a liquidator and a Member of the Management Board and a liquidator of a subsidiary company shall not, at the same time, be a member of the Supervisory Board.
2. A member of the Supervisory Board shall not resign from the function during his/her term of office if this could make the work of the Supervisory Board impossible, and in particular, if this could make a timely adoption of an important resolution impossible.
3. A member of the Supervisory Board shall inform the Management Board about the functions performed as well as personal, actual and organizational relations of the Member of the Supervisory Board with the shareholders, in particular with the majority shareholder and any changes in this respect for the purpose of their publication.
4. A Member of the Supervisory Board shall inform the Management Board about disposal or acquisition of shares of the Company or its holding or subsidiary companies as well as transactions with such Companies as far as they are relevant for his/her material situation or if an obligation to disclose information on performed transactions results from relevant provisions concerning current and periodical information submitted by issuers of securities, in a manner allowing the Management Board to

publicly disclose such information in accordance with the aforementioned regulations of law.

§ 8

1. Meetings of the Supervisory Board shall be held at the Company's registered office or another place in the Republic of Poland specified in the invitation.
2. Meetings of the Supervisory Board, save for matters directly concerning the Management Board or its Members, in particular: dismissal, liability and setting forth the remuneration, shall be available and open for the Members of the Management Board.
3. The Supervisory Board may invite to its meetings the Company's employees or other persons from outside, if their presence is relevant for the matters under discussion. The decision concerning the invitation of any third parties shall be taken by the person convening a meeting or its chairman.

§ 9

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. Any Member of the Supervisory Board unable to participate in the meeting shall immediately inform the Chairman of the Supervisory Board about such fact.
 - 1a. A meeting of the Supervisory Board can also be attended using remote communication means, unless the Company's Articles of Association provide otherwise.
 - 1b. The Supervisory Board determines in the form of bylaws detailed rules of participation in meetings of the Supervisory Board using means of long distance communication.
2. Members of the Supervisory Board may participate in adopting of resolutions by casting their votes in writing through another Member of the Supervisory Board. Written votes may not be cast in respect of matters arising during the meeting of the Supervisory Board.
3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution and at least half of the members of the Board participated in adopting the resolution.
 - 3a. Adopting resolutions by circulation, Members of the Supervisory Board cast their votes by putting their signatures in the right place on a copy of a draft resolution (circulation copy) or by putting their signatures on separate copies of a draft resolution prepared for each Member (circular letter). It is also allowed to adopt resolutions in the mixed mode with the combined use of both above mentioned forms of voting. Resolutions are deemed adopted upon putting the last signature.
 - 3b. In the event of adopting resolutions with the support of means of long distance communication, Members of the Supervisory Board shall cast their votes respectively orally or in writing. Resolutions are deemed adopted upon submitting the last statement.
 - 3c. The results of the voting referred to in section 3b above shall be presented immediately to the members of the Supervisory Board.

4. The Supervisory Board can adopt resolutions in writing or using long distance communication also in matters for which the Company's Articles of Association provide for a secret vote, unless any member of the Supervisory Board objects.
5. In the event of a conflict of interests, a Member of the Supervisory Board shall notify the other Members of the Supervisory Board and refrain from participating in discussions and voting upon a resolution on a matter in which a conflict of interests occurred.

§ 10

1. The agenda of a meeting of the Supervisory Board shall be set forth 7 days before the scheduled date of the meeting and approved by the Chairman.
2. An invitation, including the date and a draft agenda, shall be delivered to the Members of the Supervisory Board at least 3 working days before the date of the meeting. The invitation shall be accompanied by materials containing information about matters on the agenda. The aforementioned deadline may be shortened if the event of extraordinary circumstances justifying such shortening.
3. The agenda of the Supervisory Board meeting shall not be amended or supplemented during the meeting, unless all Members of the Supervisory Board are present and consent to the amendment or supplement of the agenda or in the event that certain actions of the Supervisory Board are required to protect the Company against damage or loss and in the event of a resolution concerning decision whether a conflict of interests exists between a Member of the Supervisory Board and the Company.

§ 11

1. Resolutions of the Supervisory Board shall be adopted by a majority of the votes cast, unless mandatory provisions of the Code of Commercial Companies require application of stricter rules for voting. In the case of a voting tie, the Chairman of the Supervisory Board shall have the casting vote.
2. Voting in the Supervisory Board shall be open. Voting shall be secret in cases for which the Company's Articles of Association so provides. Furthermore, a secret voting shall be ordered by the Chairman on his/her own or at the request of at least one Member of the Supervisory Board.

§ 12

1. The Supervisory Board meetings shall be convened by the Chairman of the Supervisory Board, or in the case of his/her absence, by the Vice-chairman of the Supervisory Board.
2. The Supervisory Board meetings shall be convened if and when required, at least once in a quarter.
3. A meeting of the Supervisory Board may be requested by the Management Board or a Member of the Supervisory Board, and the request shall include a draft agenda. The Chairman, or in case of his/her absence the Vice-chairman, shall convene the meeting within two weeks of the date of receipt of the request. In the event that the Chairman or Vice-chairman fails to convene the meeting, the requesting party is entitled to convene the meeting independently, by announcing the date, place and the draft agenda.

§ 13

1. Resolutions of the Supervisory Board shall be recorded by a minute secretary elected from outside the Supervisory Board or a person designated by the Chairman from amongst the Members of the Supervisory Board. The minutes shall include the agenda, the first and last names of attending Members of the Supervisory Board, the number of votes cast in favour of each resolution, objections raised, and the procedure for the adoption of a resolution.
2. The minutes shall be initialled by at least one Member of the Supervisory Board and the minute secretary and signed by all attending Members of the Supervisory Board, not later than at the subsequent meeting of the Supervisory Board. Members absent at the meeting when the minutes are signed, irrespective of the reason for their absence, are obliged to sign the minutes on the next possible date.
3. Members of the Supervisory Board participating in the adoption of resolutions by means of long distance communication shall receive copies of resolutions adopted in this manner, which they shall sign and return them to the Company as soon as possible. If resolutions are adopted using means of long distance communication, resolutions signed by members of the Supervisory Board shall be archived with the minutes of the Supervisory Board at the Company's registered office.
4. In the event of adopting resolutions under the written procedure, the resolutions shall be signed by Members of the Supervisory Board participating in adopting the resolution.

§ 14

1. The Supervisory Board shall perform its duties collectively; it may nevertheless delegate its Members to independently perform specific supervisory tasks. The Supervisory Board shall be represented by the Chairman of the Supervisory Board, and in the case of his/her absence, by the Vice Chairman of the Supervisory Board.
2. Activities of the Supervisory Board shall be managed by the Chairman, and in the case of his/her absence, by the Vice Chairman of the Supervisory Board.
3. A Member of the Supervisory Board delegated by the Supervisory Board or a group to perform supervisory tasks on a permanent basis shall provide the Supervisory Board with detailed, written reports of the duties performed.
4. If necessary, the Supervisory Board passes a resolution appointing its members as members of permanent or temporary teams and committees for defined tasks. The teams and committees act as collective advisory bodies to the Supervisory Board. The subject and procedures of the teams and committees' work are defined in the team and committee's regulations approved by the Supervisory Board.

§ 15

1. Members of the Supervisory Board are entitled to remuneration. The amount and terms of such remuneration payment shall be set forth by the General Meeting. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.
2. Members of the Supervisory Board delegated to individually perform supervisory tasks on a permanent basis and Members of the Supervisory Board delegated to temporarily perform duties of the Management Board shall be entitled to separate remuneration, the amount of which shall be set forth by the General Meeting.

3. Members of the Supervisory Board shall be entitled to the reimbursement of costs incurred in connection with conducting the Supervisory Board's activities.

IV. Final provisions

§ 16

1. The Company provides administration services for the Supervisory Board. The Company shall appoint a person responsible for:
 - notification of the Members of the Supervisory Board about scheduled meetings and obtaining confirmation or refusal of their attendance,
 - preparation and delivery of materials required for the meeting to the Members of the Supervisory Board,
 - recording the meetings of the Supervisory Board, taking minutes, and obtaining signatures of the Members of the Supervisory Board,
 - ensuring proper organization of a meeting,
 - other activities necessary for proper functioning of the Supervisory Board.
2. Administrative and operating costs of the Supervisory Board shall be borne by the Company.
3. The Bylaws come into force on the date of their adoption by the General Meeting of Shareholders, save for provisions of the Bylaws reflecting the amendments to the Articles of Association adopted by the Extraordinary General Meeting of Shareholders on the 16 of February 2004 which shall become effective on the date of registration of the Articles of Association's amendment by the competent Registry Court.

Resolution [•] of the Extraordinary General Meeting of Getin Holding S.A. of [•]

Acting pursuant to § 10 section 2 of the Company's Articles of Association and § 1 section 3 of the Bylaws of the General Meeting of Shareholders of the Company, the Extraordinary General Meeting decides to:

§ 1

Amend the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. in the following way:

1. § 1 section 1 with the following wording:

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.

shall be replaced by the following:

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using

means of electronic communication and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.

2. § 2 section 8 with the following wording:

8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless. Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the suggested agenda is not changed.

shall be replaced by the following:

8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless. Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the suggested agenda is not changed, with the reservation that the changed date of the General Meeting shall be at least 26 (twenty six) days after the announcement of the change in the date of the Meeting. Cancellation of the General Meeting and change of its date shall be justified.

3. § 3¹ section 3 with the following wording:

3. An electronic proxy does not have to bear a secure electronic signature verified with a valid qualified certificate. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.

shall be replaced by the following:

3. An electronic proxy does not have to bear a qualified electronic signature. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.

4. § 3¹, after section 7, section 7a with the following wording shall be added:

7a. A shareholder holding shares held on a consolidated account can appoint separate proxies to exercise the rights attached to shares held on that account.

5. § 3¹ section 8 with the following wording:

8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law.

shall be replaced by the following:

8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law. Proxy can authorize representation only at one General Meeting. Granting further proxies is not allowed.

6. After § 3¹, § 3² with the following wording shall be added:

§3²

1. Participation in the General Meeting is possible also by means of electronic communication, unless the Company's Articles of Association provide otherwise. Participation in the General Meeting in the manner referred to in the first sentence shall be decided by the person convening the meeting.

2. Participation in the general meeting referred to in section 1 above includes in particular:

- a) two-way real-time communication of all persons participating in the General Meeting, allowing expressing themselves in the course of the General Meeting, while staying in a different place from the place where the General Meeting is held, and*
- b) exercising the right to vote in person or by proxy before or during the General Meeting.*

3. Detailed rules of participation in the General Meeting using means of electronic communication are specified in the Bylaws defining detailed rules of participation in the General Meeting of Getin Holding S.A. by means of electronic communication adopted by the Supervisory Board of the Company.

4. The Company provides real-time streaming of the General Meeting.

7. In § 4 the phrase “of Vice-Chairman” shall be replaced with “Vice-Chairman”.

8. § 9 with the following wording:

1. Members of the Supervisory Board and Management Board participate in the General Meeting. If the General Meeting is expected to discuss financial issues, an expert auditor should be present at the Meeting.

2. Members of the Supervisory Board, Members of the Management Board and the expert auditor, who participate in the General Meeting, should, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to provisions of the Law on Public Turnover of Securities, explain problems and inform participants of the Meeting about the Company.

shall be replaced by the following:

§ 9

Members of the Supervisory Board and Members of the Management Board shall participate in the General Meeting, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to applicable provisions of Law.

9. In § 10, after section 7, section 8 with the following wording shall be added:

8. Provisions of § 10 do not apply in the case where the Company provides voting and counting votes using electronic devices.

10. § 17 section 2 with the following wording:

2. The Chairman may resolve to organise a secret vote especially for issues concerning individuals and for issues concerning the liability of members of the Company's bodies.

Besides, a secret vote must be organised if at least one shareholder present or represented at the General Meeting requests it.

shall be replaced by the following:

2. A secret vote shall be organized for elections and motions to dismiss members of the Company's Bodies or liquidators, to hold them liable, and concerning individuals. Besides, a secret vote must be organised if at least one shareholder present or represented at the General Meeting requests it.

11. § 17 section 3 with the following wording:

3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has.

shall be replaced by the following:

3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has. The above does not apply if voting and vote counting is performed using electronic devices.

12. § 17 section 7 with the following wording:

7. In votes at the General Meeting, an electronic device for counting votes may be used. The relevant decision is taken by the Chairman.

shall be replaced by the following:

7. Voting and counting of votes at the General Meeting can take place using electronic devices. The relevant decision is taken by the Chairman.

13. In § 17, after section 7, section 8 with the following wording shall be added:

8. Voting and electronic vote counting devices should ensure that votes are cast in a number corresponding to the number of shares held, and eliminate – in the case of secret vote – the possibility to identify the votes of individual shareholders. After counting the votes, the Chairman presents the results of the vote.

14. After § 18 , § 18 ¹ with the following wording shall be added:

§ 18¹

*1. Resolutions of the General Meeting shall be minuted by a notary public.
2. A copy of the minutes and documentation of the General Meeting shall be stored in the Company and made available to the Company's shareholders in accordance with the applicable provisions of law.*

15. § 19 section 1 with the following wording:

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.

shall be replaced by the following:

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using means of electronic communication, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.

§ 2

Adopt the consolidated text of the Bylaws of the General Meeting of Shareholders of Getin Holding S.A. taking into account the changes described in § 1 above, in the wording specified in the Annex to this Resolution.

§ 3

Amendments to the Bylaws of the General Meeting of Shareholders of Getin Holding S.A and the consolidated text of the Bylaws shall apply from the next General Meeting.

§ 4

The resolution shall enter into force upon its adoption.

Justification for the draft resolution

With a view to the amendment of the Act – Code of Commercial Companies and Partnerships (consolidated text of 22 February 2019; Dz. U. [Journal of Laws] of 2019, item 505), made on the basis of the so-called special purpose acts: Anti-Crisis Shield and Anti-Crisis Shield 2.0 in connection with the SARS-COV-2 pandemic, and the need to introduce changes of procedural nature, related, among others, to the introduction of new regulations in the Company, it is proposed that the General Meeting adopt amendments to the Bylaws of the General Meetings of the Company within the scope proposed in the presented draft resolution and the proposed consolidated text of the Bylaws.

Annex to the Resolution ___ of the Extraordinary General Meeting of Shareholders of Getin Holding SA of _____

GENERAL MEETING OF SHAREHOLDERS OF GETIN HOLDING S.A. BYLAWS

Consolidated text adopted by the Resolution ___ of the Extraordinary General Meeting of Shareholders of Getin Holding S.A. of _____

I. General Provisions

§ 1

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws, Bylaws defining detailed rules of participation in the General Meetings of Getin

Holding S.A. using means of electronic communication and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.

2. These Bylaws specify the rules of operation, proceedings and passing resolutions by the General Meeting.

3. The Bylaws are approved by the General Meeting by virtue of a resolution. Any amendments to the Bylaws shall come into effect on the date of adopting the resolution, unless the resolution provides otherwise.

4. General Meeting Bylaws are publicly available on the Company's website and at its registered office.

II. Convening the General Meeting

§ 2

1. The General Meeting is convened by the Company's Management Board.

2. The Supervisory Board may convene the Annual General Meeting if the Management Board fails to convene it within six months upon the end of the fiscal year at the latest or on the date provided for by provisions of the applicable law, and Extraordinary General Meeting, if it deems it advisable.

3. Shareholders representing at least half of the share capital or at least half of the votes in the Company may convene the Extraordinary General Meeting. Shareholders shall elect the Chairman of such meeting.

4. A shareholder or shareholders representing at least one twentieth of the share capital may, pursuant to conditions and terms provided for by the applicable law:

a) demand that the Extraordinary General Meeting be convened and certain issues be put on the agenda;

b) demand that certain issues be put on the agenda of the subsequent General Meeting;

c) submit draft resolutions concerning issues included in the agenda of the General Meeting or issues that are to be put on the agenda of the General Meeting.

5. Demands and motions specified in section 4 above should be submitted to the Management Board in a written or electronic form. Shareholders who intend to make use of the electronic means of communication shall use special forms available on the Company's website and send them to the address specified on the Company website to submit their demands or draft resolutions.

6. The General Meeting is held at the Company's office in the town of the registered office or of the Stock Exchange where the Company's shares are admitted to organized trading (exclusively in the Republic of Poland).

7. The General Meeting is convened by an announcement published on the Company's website in a manner provided for publication of current reports, pursuant to the regulations on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies. The announcement shall be published not later than 26 days prior to the date of the General Meeting.

8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless. Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the

suggested agenda is not changed, with the reservation that the changed date of the General Meeting shall be at least 26 (twenty six) days after the announcement of the change in the date of the Meeting. Cancellation of the General Meeting and change of its date shall be justified.

III. General Meeting

§ 3

1. The General Meeting may be attended by persons who are the Company shareholders sixteen days prior to the General Meeting date (the date of registration of participation in the General Meeting) and who applied to the entity maintaining the Company's securities account for issuing a personal certificate confirming their right to participate in the General Meeting. The certificate shall be issued according to provisions of the applicable law. Upon shareholders' request the certification shall indicate part or all shares registered on their securities account for which the shareholders intend to exercise their right to vote in the General Meeting.
2. The list of shareholders entitled to participate in the General Meeting is prepared by the Company on the basis of the list made available by the securities depository. The list of shareholders, approved by the Management Board, indicating surnames and names or companies (names) of the entitled shareholders, their place of residence (office), number and type of shares held and number of votes they are entitled to, will be made available at the office of the Company's Management Board for 3 business days prior to the General Meeting date. Upon shareholders' request, the list may be e-mailed to the address indicated by them, free of charge.
3. Shareholders may transfer shares between the date of registration of their participation in the General Meeting and the date the General Meeting is closed.
4. Representatives of media may participate in the General Meeting, unless their presence could lead to the Company's damage because of the nature of discussed issues. The motion to admit representatives of media to the proceedings is submitted for vote by the Chairman immediately after signing the attendance list according to § 8 of these Bylaws.

§ 3¹

1. Shareholders may participate in the General Meeting and exercise their right to vote in person or through a proxy holder(s).
2. A proxy to represent shareholders in the General Meeting and exercise the right to vote may be in a written or electronic form.
3. An electronic proxy does not have to bear a qualified electronic signature. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.
4. Provisions of section 3 above shall respectively apply to revocation of a proxy.
5. Unless specified otherwise in a proxy, a proxy holder shall enjoy the same rights as a shareholder in the General Meeting. A proxy holder may grant further proxies only if his proxy provides so.
6. One proxy holder may represent several shareholders and cast different votes for each shareholder.
7. A shareholder holding shares registered on several securities accounts may appoint separate proxy holders to exercise the rights for shares registered on each account.
- 7a. A shareholder holding shares held on a consolidated account can appoint separate proxies to exercise the rights attached to shares held on that account.

8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law. Proxy can authorize representation only at one General Meeting. Granting further proxies is not allowed.

§3²

1. Participation in the General Meeting is possible also by means of electronic communication, unless the Company's Articles of Association provide otherwise. Participation in the General Meeting in the manner referred to in the first sentence shall be decided by the person convening the meeting.

2. Participation in the general meeting referred to in section 1 above includes in particular:

a) two-way real-time communication of all persons participating in the General Meeting, allowing expressing themselves in the course of the General Meeting, while staying in a different place from the place where the General Meeting is held, and

b) exercising the right to vote in person or by proxy before or during the General Meeting.

3. Detailed rules of participation in the General Meeting using means of electronic communication are specified in the Bylaws defining detailed rules of participation in the General Meeting of Getin Holding S.A. by means of electronic communication adopted by the Supervisory Board of the Company.

4. The Company provides real-time streaming of the General Meeting.

§ 4

The General Meeting is opened by the Chairman or Vice-Chairmen of the Supervisory Board and if they are both absent - another Member of the Supervisory Board. If all Members of the Supervisory Board are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, who proceeds without ungrounded delay to the election of the Chairman of the General Meeting, thereafter referred to as the Chairman.

§ 5

1. The Chairman is elected from among the persons, who have a right to participate in the General Meeting.

2. The person who opens the General Meeting determines the sequence of speaking concerning naming candidates. Persons who were suggested as candidates are included in the list of candidates for Chairman, if they agree. The list of candidates is made by the person who opens the General Meeting and there must not be more than three candidates.

3. Every shareholder may vote only for one candidate. The Chairman of the General Meeting is the person who has received the most votes.

§ 6

1. The Chairman chairs the proceedings according to the settled agenda and provisions of these Bylaws.

2. The Chairman ensures efficient organisation of the proceedings and observance of rights and interests of all shareholders. The Chairman should especially oppose any abuse of their rights by the participants of the Meeting and ensure the observance of the rights of minority shareholders. The Chairman should not resign from his function without important reasons and he/she must not groundlessly delay signing of the minutes of the General Meeting.

3. The Chairman's duties include:

a) ensuring efficient and correct proceedings,

- b) granting the right to speak,
- c) issuing relevant administrative regulations,
- d) organising votes and supervising their course,
- e) announcing the results of votes,
- f) settling doubts concerning regulations.

§ 7

1. The Chairman ensures that the proceedings proceed without groundless breaks or delays. Short breaks in the proceedings, which do not lead to the adjournment of the Meeting, are settled by the Chairman in grounded cases, but they must not serve to hamper the shareholders from exercising their rights.
2. Votes on administrative matters may concern only issues related to conducting the Meeting's proceedings. In this mode no resolutions can be considered which may affect the execution of the shareholders' rights.

§ 8

1. Immediately upon the election, the Chairman checks whether the shareholders have signed the attendance list and submitted the required proxies or documents authorizing them to represent the shareholders at the General Meeting.
2. Then, those shareholders who have not done that yet sign the attendance list.
3. The Chairman signs the attendance list and then the list is made available for the participants of the General Meeting to read it.
4. In case of any changes, the attendance list is adjusted and supplemented.
5. After signing the attendance list, upon consultation with the notary who prepares the minutes, the Chairman declares the validity of convening the General Meeting and its capability to pass resolutions, and then he/she announces the fact to the present shareholders and presents them with the agenda.

§ 9

Members of the Supervisory Board and Members of the Management Board shall participate in the General Meeting, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to applicable provisions of Law.

§ 10

1. Considering the efficiency of proceedings, the Chairman may organise the election of Commissions: for checking mandates and counting votes and for resolutions and motions, or a person in charge of organising votes and counting their results. The provisions of section 2 and section 4, concerning the Commissions, are applied respectively to the person mentioned in the first sentence.
2. The duties of the Commission for Checking Mandates and Counting Votes include supervision of the correct course of a vote, declaration of the results of votes and presentation of these results to the Chairman, as well as other tasks related to organising votes. Should any irregularities of a vote be revealed, the Commission is obliged to notify the Chairman immediately. Documents indicating the results of every vote are signed by all members of the Commission for Checking Mandates and Counting Votes and by the Chairman of the General Meeting. The duties of the Commission for Resolutions and Motions include the wording of motions submitted by shareholders.

3. The Commission for Checking Mandates and Counting Votes consists of 3 to 5 members and the number of members is determined in each case by the Chairman of the General Meeting. The Commission for Resolutions and Motions consists of 3 members.
4. Members of the Commissions are elected from among the persons who have a right to participate in the General Meeting.
5. If the number of candidates for members of the Commissions is equal to the number of members stipulated in section 3, the Chairman may decide that the Commissions will be elected in a single vote for all candidates.
6. If the number of candidates for members of the Commissions exceeds the number of members stipulated in section 3, the members of the Commissions are elected by way of subsequent votes for each of the submitted candidates. The Commissions consists of the persons who have received the most votes. If more than one candidate receives the same number of votes, taking the last winning position, the Chairman chooses the member of the commission by way of drawing lots.
7. The Commissions choose their presidents and secretaries from among their members.
8. Provisions of § 10 do not apply in the case where the Company provides voting and counting votes using electronic devices.

§ 11

1. Every issue included in the agenda is described by the Chairman or a person he/she indicates.
2. After presentation of every issue included in the agenda, the Chairman opens the discussion, granting the right to speak on the basis of the sequence of calling. The Chairman may allow members of the Management Board and Supervisory Board to speak regardless of the sequence.
3. The speakers may refer only to the issues included in the agenda and currently being discussed.
4. The Chairman has a right to limit the duration of speeches to 5 minutes per one participant of the General Meeting allowed to speak by the Chairman. During the discussion about every point, one participant may speak only two times. The second speech must not last longer than 2 minutes.
5. The Company's Management Board and Supervisory Board have a right to reply to motions submitted during the discussion. Such a reply should not last longer than 5 minutes, but in grounded cases the Chairman has a right to prolong this duration.
6. The Chairman is responsible for the course of discussion. If a speaker exceeds the allowed duration of the speech or changes the subject of the discussion, the Chairman has a right to deprive him/her of the right to speak.

§ 12

1. A resolution to waive considering an issue included in the agenda and to take the issue off the agenda may be passed only if there are important and serious arguments suggesting it.
2. A motion to waive considering an issue should be justified in detail by the person who submits it.
3. It is inadmissible to waive considering an issue or to pass a resolution to take an issue off the agenda in the case of issues submitted for the agenda by the shareholders.

§ 13

The resolution subjected to a vote should be expressed in a way allowing every entitled person who does not agree with the essence of regulation to appeal against such a resolution.

§ 14

1. The Chairman allows participants of the Meeting to speak apart from the issues on the agenda and discussion, only for submitting formal motions.
2. Formal motions may concern only the issues which are on the agenda of proceedings or the course of proceedings. In this mode no resolutions can be considered which may affect the execution of the shareholders' rights.
3. Formal motions include especially motions concerning:
 - a) breaks in proceeding, adjournment or closing of proceedings,
 - b) closing a discussion,
 - c) proceeding to the agenda,
 - d) voting without a discussion,
 - e) modification of the mode of voting,
 - f) limiting the duration of speeches,
 - g) checking the number of votes present at the Meeting.
4. The General Meeting resolves a formal motion by an ordinary majority of votes cast after listening to the motion's author and its opponent. An ordinary majority means a majority of votes "for" or "against", without taking the "abstained" votes into account.
5. Before submitting a motion to vote, the Chairman specifies the content of the draft motion and announces it to the gathering. At first, the Chairman submits to vote this motion, which goes the furthest, as it may exclude the necessity to vote on all other motions.
6. If a formal motion is rejected by a vote, it must not be re-submitted during discussion on the same issue.

§ 15

The General Meeting elects Members of the Supervisory Board from among persons who have relevant education, expertise and experience and who represent high morals, and who have enough time to perform the duties of a member of the Supervisory Board in a proper way.

§ 16

1. At the motion of a shareholder or shareholders, who represent at least one fifth of the initial capital, the Supervisory Board should be elected by the nearest General Meeting by way of voting in separate groups, even if the Articles of Association provide for another way of appointing the Supervisory Board.
2. The motion mentioned in par. 1 should be submitted to the Management Board in a term allowing for the election in groups at the nearest General Meeting. A motion submitted after this term may be considered only at a subsequent General Meeting.
3. If a person appointed by an entity indicated in a separate act is a member of the Supervisory Board, only the remaining members of the Supervisory Board are elected.
4. Those persons who represent at the General Meeting such a part of shares, which corresponds to the result of division of the total number of represented shares by the number of members of the Supervisory Board, have a right to create a separate group in order to elect one member of the Board, but then they do not participate in the election of the remaining members.
5. Seats in the Supervisory Board, which have not been taken in the votes of relevant groups of shareholders, created according to section 4, are distributed by way of a vote.

The participants of this vote are all the shareholders, whose votes were not cast during the election of members of the Supervisory Boards, who were elected in separate groups.

6. If at the General Meeting mentioned in section 1 not a single group able to elect a member of the Supervisory Board is created, the elections are not organised, unless the General Meeting's agenda included not only the election in groups, but also modifications of the makeup of the Supervisory Board.

7. At the moment when at least one member of the Supervisory Board is elected by way of elections in separate groups, the terms of all previous members of the Supervisory Board expire before the end of their mandate, with the exception of the person mentioned in section 3.

8. In the vote mentioned in sections 1 and 5 every share grants one vote, without privileges or limitation, considering Art. 353 § 3 of the Code of Commercial Companies and Partnerships.

§ 17

1. Votes are open, reserving the provisions of section 2.

2. A secret vote shall be organized for elections and motions to dismiss members of the Company's Bodies or liquidators, to hold them liable, and concerning individuals. Besides, a secret vote must be organised if at least one shareholder present or represented at the General Meeting requests it.

3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has. The above does not apply if voting and vote counting is performed using electronic devices.

4. Resolutions are passed by an absolute majority, unless the provisions of the Articles of Association or of the Code of Commercial Companies and Partnerships stipulate otherwise.

4a. A shareholder may cast different votes for each share that they hold.

4b. A shareholder may vote as a proxy holder in a voting for adopting a resolution concerning himself/herself only according to the provisions of the applicable law.

5. A resolution is passed if the number of votes cast "for" it exceeds the total number of votes cast "against" and "abstained".

6. Votes are counted by the Chairman, the Commission for Checking Mandates and Counting Votes or by an elected person. If votes are counted by the Commission for Checking Mandates and Counting Votes, the Commission executes the minutes of the vote and delivers it to the Chairman. After counting the votes, the Chairman announces the results of the vote.

7. Voting and counting of votes at the General Meeting can take place using electronic devices. The relevant decision is taken by the Chairman.

8. Voting and electronic vote counting devices should ensure that votes are cast in a number corresponding to the number of shares held, and eliminate – in the case of secret vote – the possibility to identify the votes of individual shareholders. After counting the votes, the Chairman presents the results of the vote.

§ 18

1. A person who votes against a resolution has a right to request recording his/her protest with a short justification in the minutes.

2. At a request of a participant of the General Meeting, his/her written declaration is included in the minutes.

§ 18¹

1. Resolutions of the General Meeting shall be minuted by a notary public.

2. A copy of the minutes and documentation of the General Meeting shall be stored in the Company and made available to the Company's shareholders in accordance with the applicable provisions of law.

VI. Final provisions

§ 19

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Bylaws defining detailed rules of participation in the General Meetings of Getin Holding S.A. using means of electronic communication, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.

2. The Company may not be deemed liable for any consequences of the lack of shareholders' access to the electronic means of communication with the Company or for failure of any electronic correspondence sent by a shareholder to get through to the Company, if it happened for reasons beyond control of the Company.

§ 20

These Bylaws shall become effective from the first General Meeting of Shareholders held after the General Meeting of Shareholders which approved the Bylaws.